

EXHIBIT F

FILED UNDER SEAL

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In Re:) Case No.
) 2:19-bk-14989-WB
SCOOBEEZ, et al.) Jointly Administered:
Debtors and Debtors in) 2:19-bk-14991-WB
Possession.) 2:19-bk-14997-WB

VIDEO RECORDED DEPOSITION UPON ORAL EXAMINATION OF
CAREY RICHARDSON

10:08 a.m.

FEBRUARY 13, 2020

1200 FIFTH AVENUE, SUITE 1820

SEATTLE, WASHINGTON

REPORTED BY: CARLA R. WALLAT, CRR, RPR, CCR 2578

JOB NO. 3980836

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1 essentially walked through what they could anticipate 03:10
2 and expect at a 90-day scored audit and what they 03:10
3 really should prepare for. So that is what Nehal is 03:10
4 describing to Micah. 03:10

5 MR. ESTERKIN: So let me -- do you mind 03:11
6 if I ask a quick question to clarify that? So when 03:11
7 we're talking about the 30 and 90 days, you're talking 03:11
8 about 30 days from the time a new DSP is onboarded? 03:11

9 THE WITNESS: That is correct. 03:11

10 MR. ESTERKIN: And 90 days from the time 03:11
11 a DSP is onboarded? 03:11

12 THE WITNESS: That's correct. 03:11

13 MR. ESTERKIN: This wouldn't apply to 03:11
14 DSPs that had been on -- been working with Amazon for 03:11
15 some extended period of time prior to this. 03:11

16 THE WITNESS: That, too, is correct. 03:11

17 Q. (BY MS. NIX-HINES) But did the ones that had 03:11
18 been, I think you referred to them as legacy DSPs, the 03:11
19 ones who had already been in process, did they -- were 03:11
20 the questions simplified for their audits? 03:11

21 A. Yes, they receive the same audit workbook. 03:11

22 Q. Okay. So it was reduced for everyone? 03:11

23 A. Uh-huh. 03:11

24 Q. But the only ones that got the 90-day 03:11

25 walkthrough or preview were the new ones? 03:11

1 A. 30 day. 03:11

2 Q. I mean, the 30 day, sorry, yes. 03:11

3 A. Were the new DSPs. We did share the 30-day 03:11

4 walkthrough, it's a simple one-page checklist, with 03:11

5 DSPs who had not been audited yet. Again, just in 03:11

6 preparation to help them prepare. 03:12

7 Q. And that checklist would be the same one used 03:12

8 for the legacy DSPs? 03:12

9 A. I'd have -- I'd have to confirm because some 03:12

10 of the -- I'd have to confirm only because legacy -- or 03:12

11 DSP 1.0, maybe not all of the requirements would have 03:12

12 been the same, so I'd have to work with my team to 03:12

13 understand if we had two separate checklists to -- to 03:12

14 share. 03:12

15 MR. ESTERKIN: And that would be -- be 03:12

16 because of the contractual differences? 03:12

17 THE WITNESS: Uh-huh. The contractual 03:12

18 differences would be the primary reasons for any sort 03:12

19 of differences. 03:12

20 A. Oh, my gosh. 03:12

21 Q. (BY MS. NIX-HINES: So -- yeah, if you could 03:12

22 just look at the headings on the top so while we go 03:12

23 down -- 03:13

24 MS. DAVIS: Do you want it bigger? 03:13

25 MS. NIX-HINES: It could be a little 03:13

1 I'm recalling is we provided a current snapshot of 03:45

2 | their compliance. 03:45

3 Q. If you look at 2461, paragraph 3, "We will 03:45

4 | take your feedback on compliance and work with Carey's 03:46

5 | team to re-review the compliance history data and use 03:46

6 the following criteria." 03:46

7 | And then it's listed there. Is that what 03:46

8 | you're referring to, a deeper dive? 03:46

9 A. Yeah. "Audited more than once." 03:46

10	Q. "Five or more critical/high-risk compliance	03:46
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11 | infractions"?                                03:46
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12	A. Uh-huh.	03:46
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[illegible]

	[REDACTED]	
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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

11 Q. (BY MS. NIX-HINES) What's the time table from 03:50
12 when -- time frame when a DSP is identified to have a 03:51
13 compliance-related issue or a litigation issue and then 03:51
14 it's slated for termination? 03:51

15 MR. ESTERKIN: Objection. Incomplete 03:51
16 hypothetical. Vague. Compound. 03:51

17 Q. (BY MS. NIX-HINES) How long does it take -- 03:51
18 I'll rephrase. 03:51

19 How long does it take for -- once a DSP has 03:51
20 been identified for termination, how long does it take 03:51
21 to actually get that DSP out the door and no longer 03:51
22 working for Amazon? 03:51

23 MR. ESTERKIN: Objection. Incomplete 03:51
24 hypothetical. Vague. Calls for speculation. 03:51

25 A. I don't have the average time frame it takes 03:51

1	from decision made to actual out the door. Some of	03:51
2	these are much more complicated than others where	03:52
3	you'll have warn implications. So it could be 60-plus	03:52
4	days. Others if they're operating out of one station	03:52
5	with 15 drivers, there's no warn, pretty	03:52
6	straightforward, so it could be shorter.	03:52

7	Q. (BY MS. NIX-HINES) Are there some DSPs that	03:52
8	have been notified and then they're still working for	03:52
9	the company, you know, three, six months later?	03:52

10	MR. ESTERKIN: Well, Scoobeez is one of	03:52
11	those, isn't it?	03:52

12	A. I was going to say I don't know.	03:52
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[illegible]

10 Q. (BY MS. NIX-HINES) Can you think of any other 03:54
11 ways that Amazon would be harmed in such circumstances? 03:54
12 A. I mean, certainly they could be -- 03:54
13 MR. ESTERKIN: Objection. Incomplete 03:54
14 hypothetical. 03:54
15 A. They could be sued, so financially, time and 03:54
16 energy and financial related to a lawsuit. 03:54
17 Q. (BY MS. NIX-HINES) By the DSP that's being 03:54
18 exited? 03:54
19 A. Yes. 03:54
20 Q. Has that ever occurred, to your knowledge? 03:54
21 A. Aren't we doing that right now? 03:54
22 Q. Have you seen any specific harms to Amazon 03:55
23 from the fact that Scoobeez is still operating for the 03:55
24 company? 03:55
25 A. I'm not -- I'm not close to the -- to the 03:55

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1 have an on-the-job injury.

03:58

2	A. Uh-huh.
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03:58

5



100



1 might refresh her recollection as to whether they're 05:09

2 still there. 05:09

3	A. Yeah, and unfortunately, I'm not familiar with	05:09
4	the short codes and so I wouldn't -- I don't recall and	05:09
5	I don't even know who some of these could even	05:10
6	represent.	05:10

7 Q. (BY MS. NIX-HINES) Are there any on the list 05:10

8 that are -- that you know are currently still 05:10

9 delivering packages for Amazon? 05:10

10	A. Scoobeez.	05:10
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11	Q. Besides Scoobeez?	05:10
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12	A. Well, I don't even know if they're -- again, I	05:10
13	don't -- I don't know how many routes Scoobeez even	05:10
14	has, so.	05:10

	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
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20 Q. And when did this -- this issue arise? 05:14

21	A. We started --	05:14
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22 MR. ESTERKIN: Objection. Vague. 05:14

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23 | You're asking when --                                05:14
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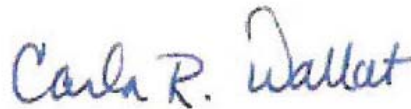
24	Q. (BY MS. NIX-HINES) When did this issue with	05:14
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25	the four 10 schedule and the California regulation	05:14
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REPORTER'S CERTIFICATE

I, CARLA R. WALLAT, the undersigned Certified Court Reporter pursuant to RCW 5.28.010 authorized to administer oaths and affirmations in and for the State of Washington, do hereby certify that the sworn testimony and/or proceedings, a transcript of which is attached, was given before me at the time and place stated therein; that any and/or all witness(es) were duly sworn to testify to the truth; that the sworn testimony and/or proceedings were by me stenographically recorded and transcribed under my supervision, to the best of my ability; that the foregoing transcript contains a full, true, and accurate record of all the sworn testimony and/or proceedings given and occurring at the time and place stated in the transcript; that a review of which was requested; that I am in no way related to any party to the matter, nor to any counsel, nor do I have any financial interest in the event of the cause.

WITNESS MY HAND AND DIGITAL SIGNATURE this 17th day of February, 2020.



CARLA R. WALLAT

Washington State Certified Court Reporter, #2578

Oregon State Certified Shorthand Reporter, #16-0443